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*Proposed Attorneys for Debtors
and Debtors in Possession*

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re

**KB US Holdings, Inc.,
Debtor.**

Fed. Tax Id. No. 81-3311000

Chapter 11

Case No. 20-22962

In re

**KB Holding, Inc.,
Debtor.**

Fed. Tax Id. No. 38-4003082

Chapter 11

Case No. 20-22963

In re

**AG Kings Holdings Inc.,
Debtor.**

Fed. Tax Id. No. 20-4648681

Chapter 11

Case No. 20-22964

In re AG Holdings II Inc., Debtor. Fed. Tax Id. No. 52-1653828	Chapter 11 Case No. 20-22965
In re Kings Super Markets, Inc., Debtor. Fed. Tax Id. No. 22-1686769	Chapter 11 Case No. 20-22966
In re Balducci's Holdings LLC, Debtor. Fed. Tax Id. No. 80-0361913	Chapter 11 Case No. 20-22967
In re Balducci's Connecticut LLC, Debtor. Fed. Tax Id. No. 80-0361945	Chapter 11 Case No. 20-22968
In re Balducci's Maryland LLC, Debtor. Fed. Tax Id. No. 80-0361926	Chapter 11 Case No. 20-22969
In re Balducci's Virginia LLC, Debtor. Fed. Tax Id. No. 80-0361949	Chapter 11 Case No. 20-22970

In re

Balducci's New York LLC,

Debtor.

Fed. Tax Id. No. 80-0361934

Chapter 11

Case No. 20-22961

**DEBTORS' MOTION FOR ENTRY OF ORDER
DIRECTING JOINT ADMINISTRATION OF RELATED CHAPTER 11 CASES**

TO THE HONORABLE UNITED STATES BANKRUPTCY JUDGE:

KB US Holdings, Inc. and its debtor affiliates, as debtors and debtors in possession in the above-captioned chapter 11 cases (collectively, the “**Debtors**”), respectfully represent as follows in support of this motion (the “**Motion**”):

Background

1. On the date hereof (the “**Commencement Date**”), the Debtors each commenced with this Court a voluntary case under chapter 11 of title 11 of the United States Code (the “**Bankruptcy Code**”). The Debtors are authorized to continue to operate their businesses and manage their properties as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. No trustee, examiner, or statutory committee of creditors has been appointed in these chapter 11 cases.

2. Additional information regarding the Debtors’ businesses, capital structure, and the circumstances leading to the commencement of these chapter 11 cases is set forth in the *Declaration of M. Benjamin Jones Pursuant to Rule 1007-2 of the Local Bankruptcy Rules for the Southern District of New York*, sworn to on the date hereof (the “**Jones Declaration**”), which has been filed with the Court contemporaneously herewith and is incorporated by reference herein.¹

¹ Capitalized terms used but not defined herein shall have the respective meanings ascribed to such terms in the Jones Declaration.

Jurisdiction

3. The Court has jurisdiction to consider this matter pursuant to 28 U.S.C. §§ 157 and 1334, and the Amended Standing Order of Reference M-431, dated January 31, 2012 (Preska, C.J.). This is a core proceeding pursuant to 28 U.S.C. § 157(b). Venue is proper before the Court pursuant to 28 U.S.C. §§ 1408 and 1409.

Relief Requested

4. By this Motion, pursuant to Rule 1015(b) of the Federal Rules of Bankruptcy Procedure, the Debtors request entry of an order directing joint administration of these chapter 11 cases for procedural purposes only.

5. In addition, the Debtors respectfully request that the Court maintain one file and one docket for all of the jointly administered cases under the case number assigned to KB US Holdings, Inc., and that these chapter 11 cases be jointly administered under the following consolidated caption:

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re

KB US Holdings, Inc., *et al.*,

Debtors.

Chapter 11

Case No. 20-22962 (___)

(Jointly Administered)

6. The Debtors further request the Court's direction that a notation substantially similar to the following language be entered on the docket maintained by the Clerk of the Court to reflect the joint administration of the Debtors' chapter 11 cases:

An Order has been entered in accordance with rule 1015(b) of the Bankruptcy Rules directing the procedural consolidation and joint

administration of the chapter 11 cases of KB US Holdings, Inc.; KB Holding, Inc.; AG Kings Holdings Inc.; AG Holdings II Inc.; Kings Super Markets, Inc.; Balducci's Holdings LLC; Balducci's Connecticut LLC; Balducci's Maryland LLC; Balducci's Virginia LLC; and Balducci's New York LLC. The docket in Case No. 20-22962 () should be consulted for all matters affecting the case.

7. Finally, the Debtors seek authority to file the monthly operating reports required by the *Operating Guidelines and Reporting Requirements for Debtors in Possession and Trustees*, issued by the Executive Office of the U.S. Trustee – Region 2 (revised December 27, 2019) on a consolidated basis.

8. A proposed form of order granting the relief requested herein is annexed hereto as **Exhibit A** (the “**Proposed Order**”).

Relief Requested Should Be Granted

9. On the date hereof, the Debtors commenced the above-captioned chapter 11 cases by filing the appropriate petitions with this Court. As set forth in the Jones Declaration, there are ten (10) Debtors and more than 1,500 creditors and other parties in interest in these chapter 11 cases. Joint administration will allow for the efficient and convenient administration of the Debtors' interrelated chapter 11 cases, will yield significant cost savings, and will not prejudice the substantive rights of any party in interest.

10. Bankruptcy Rule 1015(b) provides, in relevant part, that if “two or more petitions are pending in the same court by or against . . . a debtor and an affiliate, the court may order a joint administration of the estates.” Fed. R. Bankr. P. 1015(b). As set forth in the Jones Declaration, the Debtors in these chapter 11 cases are “affiliates” as that term is defined in section 101(2) of the Bankruptcy Code. Accordingly, this Court is authorized to grant the relief requested herein.

11. As set forth in the Jones Declaration, the Debtors operate as an integrated business with common ownership and control. The Debtors also share a number of financial and operational systems. As a result, many of the motions, hearings, and orders that will arise in these cases will affect each and every Debtor. Joint administration of these chapter 11 cases therefore will reduce fees and costs by avoiding duplicative filings, objections, notices, and hearings. Joint administration also will allow the United States Trustee and all other parties in interest to monitor these chapter 11 cases with greater ease and efficiency.

12. Moreover, joint administration will not adversely affect the Debtors' respective constituencies because this Motion only requests administrative—and not substantive—consolidation of the Debtors' estates. For example, any creditor may still file a claim against a particular Debtor or its estate (or against multiple Debtors and their respective estates), intercompany claims among the Debtors will not be affected, and the Debtors will maintain separate records of assets and liabilities.

Notice

13. Notice of this Motion has been provided to (i) the Office of the United States Trustee for Region 2, 201 Varick Street, Suite 1006, New York, NY 10014 (Attn: Susan Arbeit, Esq. and Richard Morrissey, Esq.); (ii) the Debtors' twenty (20) largest unsecured creditors on a consolidated basis; (iii) counsel to the Prepetition Secured Lenders and proposed DIP Lenders, Latham & Watkins LLP, 330 North Wabash Avenue, Suite 2800, Chicago, Illinois 60611 (Attn: Peter P. Knight, Esq. and Jeramy D. Webb, Esq.); (iv) the Unions;² (v) the Internal Revenue Service; (vi) the United States Attorney's Office for the Southern District of New York; and (vii)

² The "Unions" include United Food and Commercial Workers International Union, Local 1245 (now known as Local No. 360), United Food and Commercial Workers International Union, Local 464A, United Food and Commercial Workers International Union, Local 1500, United Food and Commercial Workers International Union, Local 342, and United Food and Commercial Workers International Union, Local 371.

Bank of America, N.A. (collectively, the “**Notice Parties**”). The Debtors respectfully submit that no further notice is required.

14. No previous request for the relief sought herein has been made by the Debtors to this or any other Court.

WHEREFORE the Debtors respectfully request entry of an order granting the relief requested herein and such other and further relief as the Court may deem just and appropriate.

Dated: August 23, 2020
New York, New York

/s/ Vincent Indelicato

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